

Exhibit 1

Final

Ed Davis Priorities
Roundtable Meeting August 10, 2000

(1) **Design a plan for developing, protecting, strengthening, and enforcing Burst.Com's portfolio.**

How:

- (a) Work with outside patent prosecution and litigation counsel to build a strategic plan that includes enhancement, extension and refinement of our patent portfolio and creates a picket defense for our portfolio and product worldwide;
- (b) Design and coordinate an aggressive technology (IP) licensing program targeting specific industries, i.e., cable companies, routing and caching companies, set-top box manufacturers, independent telephone companies, etc. We will refine this list of companies based on competitive research analysis.
- (c) Prepare and execute an enforcement readiness plan for Burst.Com's patent portfolio. This plan would include a comprehensive review of Burst's chronological files (both PTO File Wrappers and internal files) related to the inception and development of the inventions. The review would include: (a) analysis of claim interpretation issues; (b) infringement analysis; (c) analysis of prosecution history of applications for vulnerabilities; and (d) analysis of prior art for invalidity issues.

This preparation is important, since we will have to produce these documents to the other side during the discovery phase of litigation.

When: By the end of October

Dependency: Timely completion depends upon budget. The estimated cost, independently verified by both Brown & Bain and Cravath, Swaine, is between \$250,000-\$400,000.

Measure of Success: The plan is validated by the IP Litigation Committee and the Patent Committee.

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- (2) **Implement a contract management program to streamline drafting, monitor compliance, and ensure consistency in sales, licensing, consulting and employment agreements.**

How:

- (a) Complete templates for an MVAR agreement, customization agreement, development agreement, and other frequently used variations of the standard software license agreement, etc.
- (b) Create a comprehensive plan for contract distribution (CFO and appropriate department), central document storage and control, as well as record retention policy.

When: The plan should be completed by the end of September.

Dependency: We will need the cooperation and assistance of the sales and CFO groups.

Measure of Success: All standard agreements are available on the Company Intranet and a central location for all contracts has been arranged.

- (3) **Recommend a strategy for domiciling Burst.Com's patents to maximize asset value and minimize taxation.**

How:

- (a) We will first evaluate the feasibility of implementing a cost sharing agreement between Burst.Com and an international holding company (a controlled foreign corporation of Burst). Under such an arrangement, the IP holding company would own the rights to exploit and develop the technology in international markets.
- (b) We must determine the valuation of existing intangible property. This will entail the services of an outside independent valuation team.
Note: While new technology may not be independently or commercially feasible, it may nevertheless have significant value, when coupled with existing products or products under development.
- (c) This plan cannot be accomplished in a vacuum; it must be coordinated with the overall structuring of a consolidated group of companies from a financial accounting, legal and tax perspective.

When: By the end of October.

Dependency: We will need to review, for planning purposes, a comprehensive business plan and revenue forecasts, as developed by the CFO group. We will also have to work closely with marketing and sales to determine territorial coverage and market potential, and determine a budget for purposes of valuing our intellectual property.

Measure of Success: A comprehensive plan that coordinates corporate structure and business planning which results in overall tax savings.